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THE CARNEY LEGAL GROUP, P.A.

Attorneys At Law

Thomas F. Carney, Jr. Also admitted in MA

Peter H. Carney Also admitted in NH & MA 901 GEORGE BUSH BOULEVARD DELRAY BEACH, FLORIDA 33483

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EMAIL: tfc@carneylegalgroup.com

August 30, 2007
Division of Corporations,
Florida Department of State
Registration Section
P.O. Box 6327
Tallahassee, FL 33483

In Re: Amendment to Articles of Organization

Real Estate Investments of Delray Beach LLC

Document No.: L05000013168

Dear Sir/Madam:

Enclosed at the Articles of Amendment for Real Estate Investments of Delray Beach LLC, Document No.: L05000013168, together with a check in the amount of \$55.00 for the filing fee and certified copy.

If you should have any questions or need any additional information, please don't hesitate to contact me.

Sincerely,

CARNEY LEGAL GROUP, P.A.

Thomas F. Carney, Jr., Esq.

For the firm.

COVER LETTER	
TO: Registration Section Division of Corporations	
SUBJECT: Real Estate Investments of Delray Bech, LLC	
(Name of Limited Liability Company)	
The enclosed Articles of Amendment and fee(s) are submitted for filing.	
Please return all correspondence concerning this matter to the following:	
Thomas F. Carney, Jr., Esq., Registered Agent	۳
(Name of Person)	07 OZIVISI
Carney Legal Group, P.A.	SECRETARY OF STATE IVISION OF CORPORATION OF AUG 31 PH 1:2
(Firm/Company)	R. COR
901 George Bush Boulevard	PH 1
(Address)	1:2
Delray Beach, FL 33483	15
(City/State and Zip Code)	
For further information concerning this matter, please call:	
Thomas F. Carney, Jrat (561) 330-8140	
(Name of Person) (Area Code & Daytime Telephone Number)	
Enclosed is a check for the following amount:	

\$55.00 Filing Fee & Certified Copy

(additional copy is enclosed)

MAILING ADDRESS:

S25.00 Filing Fee

\$30.00 Filing Fee &

Certificate of Status

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

STREET/COURIER ADDRESS:

\$60.00 Filing Fee, Certificate of Status &

(additional copy is enclosed)

Certified Copy

Registration Section
Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF REAL ESTATE INVESTMENTS OF DELRAY BEACH LLC



- Article 1. The name of the Limited Liability Company to which these amendments are applied is: Real Estate Investments of Delray Beach LLC (the "Company")
- Article 2: The Articles of Organization of the Company were filed on February 8, 2005, and were assigned Document Number: L05000013168.
- Article 3: The Articles of Organization of the Company are hereby amended as follows:

PRINCIPAL ADDRESS. The principal office address of the Company is hereby amended to provide that the principal office address of Company is:

c/o Thomas F. Carney, Jr., Esq. Carney Legal Group, P.A. 901 George Bush Boulevard Delray Beach, FL 33483

MAILING ADDRESS. The mailing address of the Company is hereby amended to provide that the principal office address of Company is:

c/o Thomas F. Carney, Jr., Esq. Carney Legal Group, P.A. 901 George Bush Boulevard Delray Beach, FL 33483

REGISTERED AGENT NAME & ADDRESS. The Articles of Organization are hereby amended to provide that the following party is the Registered Agent of the Company.

Thomas F. Carney, Jr., Esq. Carney Legal Group, P.A. 901 George Bush Boulevard Delray Beach, FL 33483

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent as provided for tin Chapter 608, F.S.

MANAGER/MEMBER DETAIL. The Articles of Organization are hereby amended to delete the name of NATASHA MURATOV as the Managing Member, in insert in substitution thereof, the following party as the sole Manager/Member of the Company.

Name:

Hudson Charles Ansley

Title:

Manager/Member (MGRM)

Address: c/o Festival Network, LLC

30 Irving Place

6th Floor

New York, NY 10003.

The Amendments to the Articles of Organization of the Company as set forth herein Article 5. shall be effective as of August 15, 2007.

Thomas F. Carney, Jr., Esq., as Registered Asent, on

behalf of Real Estate Investments of Delray Beach LLC